Point Foundation

Regular Meeting of the Board of Trustees

December 16, 1996

The meeting was called to order by Michael Stone, Vice President, at 5:00 p.m., Monday, December 16, 1996 via conference call.

Present from the Board: Ty Cashman, David Katz, Mayumi Oda, Wade Rose, Michael Stone, Peter Warshall.

Approval of Minutes. The minutes of the December 2, 1996 meeting were approved as distributed.

Financial Report. The December 12, 1996 financial report was distributed, showing $150,500 is cash and December 31, 1996 projections of $120,050 in cash and potential short-term and long-term liabilities of $187,055.

Old Business.

David reported that Ruth Kissane is conferring with her attorney about Point's latest offer, and that he expects a response soon.

David reported that he has not heard from Cadmus Press since we sent them the proposal prepared by our attorney.

Peter reported that he had not heard anything more about the Rio +5 conference or about whether they have any interest in a publication.

Ty reported a good meeting with principals from the Foundation for Ecology and Development and the Center for Ecoliteracy. One person had to leave that meeting before he could indicate whether he is satisfied with the information presented so far by Point, so a final decision may not be possible before late December. Peter reported an excellent meeting with Jerry Mander around editorial issues and Jerry's indication that he has no interest in presenting potential funding being understood as coming with strings attached.

Mike reported on receipt of email from Joel Solomon about information he desires concerning the British Columbia loan. The board agreed that it should take action now (before receiving a grant announcement from the Foundation for Ecology and Development) to confirm Joel's verbal assurance that we can renegotiate loan terms to remove the requirement that 25% of grants received be applied to loan payments. David will contact Joel.

Board Membership. David moved, Mayumi seconded, that Jerry George be elected to the board. The motion was passed unanimously. David and Mike will meet with Jerry to orient him to recent board developments.

Quincey Tompkins declined an invitation to serve on the board. Peter Buckley has been invited, but has not responded.

David will invite Joel Solomon to join the board, and will ask Claire Greensfelder for a résumé if she is willing to be nominated. Peter will seek a résumé from Danica Remy. David will invite Sachna Sachasinh to meet with board members.

Amendment to Bylaws. Wade moved, Peter seconded that Article V, Section Six of the Point Bylaws be amended to read:

> PRESIDENT:
>
> The President of the Board, subject to the control of the Board of Trustees, shall preside at all meetings of the Board of Trustees and he shall be a member of all standing committees, including the Executive Committee, and shall have such other powers and duties as may be prescribed by the Board of Trustees or by the Bylaws.

The motion passed unanimously.

Board Officers. Wade moved, Mayumi seconded, that the board accept the following job description for the office of president:

**President of Point Board — Job Description**

Ultimate Responsibility to Point Board: To inspire and lead the board to be fully active in support of the Foundation's activities.

Specific Responsibilities:

1. Sets agendas and chairs meetings of the board.
2. Serves as the board's spokesperson.
3. Signs contracts negotiated by the board.
4. Directs a yearly evaluation of the executive director by the board.
5. Coordinates resolution of issues presented by the executive director, including legal disputes.
6. Works with the executive director in fund-raising, planning, and project development. Coordinates the participation of other board members in fund-raising and development activities.

7. Presents fund-raising proposals to the board (at least quarterly) for discussion and, if necessary, approval. Signs proposals on behalf of the board.
8. Presents summary of Point's financial situation to the board on a quarterly basis.
9. Reviews unbudgeted and redirected expenditures above $5,000 with the executive director, and reports them quarterly to the board. Approves unbudgeted and redirected expenditures between $5,000 and $10,000. Such expenditures above $10,000 must receive prior approval of the board.
10. Brings the board's editorial and business management concerns to the executive director.
11. Performs other duties prescribed by the board.
12. Provides an annual "State of Point" report to the board.

The motion was passed unanimously, whereupon David Katz became president in accordance with the board's decision of December 2, 1996. A loud sigh of relief was heard from the direction of Ty's chair. The board formally and profoundly thanked Ty for his service as Point president.

Executive Committee. Ty expressed his desire to leave the executive committee as he will be out of the country for the next month. David moved, Wade seconded, that Jerry George be elected to the executive committee in Ty's place, contingent on Jerry's acceptance. The motion was passed unanimously.

Holiday Schedule. The Point offices will be closed December 24 - January 1.

Executive Session. Peter and Mike departed, and the rest of the board moved into executive session to discuss personnel matters, executive director and other positions.

(Executive session minutes by David Katz).The board agreed that we should have clear job descriptions and adequate outreach, and should collect background information and conduct reference checks for all hiring. The board agreed that Point needs someone on hand and in charge, in order to respond to anything that come up in the interim period until we have reached the complexity and have the resources to add an executive director. The long-term leadership needs will require further definition. In the meantime, the board agreed to issue letters to Peter Warshall naming him as editor. Coordinator job to be defined as to time and responsibilities (PW can't start until late Jan, etc.). Specifics for all parties for any contracts will need to be defined. Final contracts must be approved by the full board.

The meeting was adjourned at 6:30 p.m.

Respectfully submitted,

Michael K. Stone
Secretary